

Constitution

of the

MAYLANDS YACHT CLUB

(Incorporated).

Version 3

April 2019

PRELIMINARY

Terms Used

In these rules, unless the contrary intention appears –

Act means the Associations Incorporations Act 2015;

Associate member means a member with the rights referred to in rule 6(d);

Association means incorporated association to which these rules apply;

Books, of the Club, include the following –

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document
- (d) any other record of information;

chairperson means the Committee member holding office of Commodore of the Club;

classes of members means members under rule 6;

Club means the Maylands Yacht Club Inc which is an incorporated body under the Associations Incorporation Act 2015;

Commissioner means the person for the time being designated as Commissioner under section 153 of the Act;

committee means the management committee of the Club

committee meeting means a meeting of the management committee;

committee member means a member of the management committee;

commodore means the committee member holding office of commodore of the Club:

financial records includes –

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain –
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

financial report, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

financial statements means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

financial year, of the Club, has the meaning given in rule 13(d);

full member means a member with the rights referred to in rule 6(a)

general meeting of the Club,, means a meeting of the Club that all members are entitled to receive notice of and to attend;

management committee member means a committee member of the Club under rule 26;

member means a person (including a body corporate) who is an ordinary member or an associate member of the Club:

rear commodore means the committee member holding the office of rear commodore of the Club;

register of members means the register of members referred to in section 53 of the Act:

rules means these rules of the Club, as in force for the time being;

secretary means the committee member holding the office of secretary of the Club;

special general meeting means a general meeting of the Club other than the annual general meeting;

special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

subcommittee means a subcommittee appointed by the committee under rule 30;

tier 1 association means an incorporated association to which section 64(1) of the Act applies;

tier 2 association means an incorporated association to which section 64(2) of the Act applies;

tier 3 association means an incorporated association to which section 64(3) of the Act applies;

treasurer means the committee member holding the office as the treasurer of the Club;

vice commodore means the committee member holding the office as vice commodore of the Club;

NAME OF THE CLUB

1. The name of the Club is "MAYLANDS YACHT CLUB INC".

OBJECTS OF THE CLUB

2. The objects of the Club are:

- a. The encouragement of amateur yacht sailing and other sports, games and pastimes.
- b. The holding and arrangement of matches, races, regattas and competition in yachting and other sports, pastimes and games and the offering and granting of contributions towards the provision of prizes, awards and distinctions.
- c. The promotion of social intercourse between members of the Club and their friends and the provision to accommodate with all the usual privileges and advantages of a Club for the purposes aforesaid.
- d. The provision to accommodate members and their guests upon premises of which the Club is the bona fide occupier and not for the purpose of making profits divisible amongst the members or any of them or in support of any object other than the accommodation of the members and their guests.

3. Not for profit body:

- a. The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- b. A payment may be made to a member out of the funds of the Club only if it is authorised under sub rule (c)
- c. A payment to a member out of the funds of the Association is authorised if is –
 - i. the payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
 - ii. the payment of interest, on money borrowed by the Club from the member, at a rate not greater than the cash rate from time to time by the Reserve Bank of Australia; or
 - iii. the payment of reasonable rent to the member for premises leased by the member to the Club; or
 - iv. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

COLOURS OF THE CLUB

- 4. The Club's Pennant shall be blue and gold pennant with the letters M.Y.C.**

POWERS OF THE CLUB

- 5. The Club shall have the following powers:**

- a. To purchase, take on lease or in exchange hire or otherwise acquire and maintain any real or personal property and any rights and privileges.
- b. To erect, add to, improve, repair, pull down and rebuild buildings and other structures as long as such changes are within the terms of the Club's lease with the City of Bayswater.
- c. To sell, exchange, lease, mortgage, hire, and dispose of, or otherwise deal with all or any part of the real and personal property of the Club.
- d. To accept donations whether of real or personal estate and devises and bequests.
- e. To borrow or raise or secure the payment of money in such manner as the Club thinks fit with power to issue debentures, grant mortgages, charges or other class of security upon or charging all or any of the property real or personal both present and future, of the Club and to redeem or pay off any existing or future security.
- f. To invest and deal with the moneys of the Club not immediately required for the purposes of the Club in such manner as may from time to time be determined.
- g. To hold any property or any trusts.
- h. To make gifts to any charitable object in accordance with the law of the State or any other purpose approved by the Court.
- i. To amalgamate, co-operate or affiliate with any other Club or society having objects wholly or in part similar to those of the Club.
- j. To appoint, employ and pay officers and servants and to dismiss or suspend any officer or servant.
- k. To apply for and obtain and renew from time to time a Club License under the Liquor Licensing Act 1988 as amended from time to time (hereinafter referred to as "the Liquor Act").
- l. To sue.
- m. To make by-laws, rules or regulations and other proceedings for the due maintenance and control of the Club and for regulating the duties, control and conduct of persons in the employ of the Club.
- n. To amend, rescind or add to the by-laws, rules or regulations of the Club so that any amendment or added by-laws, rules or regulations shall have the life force effect and authority as if originally included in these presents, except as regards any matter or thing done previously thereto.
- o. To do all such other lawful acts, matters and things as may be incidental to or be deemed to be conducive to the attainment of execution of the foregoing objects and powers or any of them generally and/or otherwise manage the Club.

MEMBERSHIP OF THE CLUB

6. The members of the club shall be either:

a. **Full Members:**

shall be any person who is over the age of nineteen years and who is a sailing and/or full fee paying member of the Club, and not a Country, Associate, Reciprocal, Honorary, Affiliated Sports or Life Member of the Club. Any other category of member can apply to the Management Committee to be upgraded to Full Member status only before December 31st of the current financial year. Candidates who correctly apply to upgrade their membership will be accepted by a ballot by the Management Committee, as long as less than 20% of the Committee Members present vote against the application. Any such person wishing to upgrade to Full Member status after December 31st will be given pro-rata consideration for fee payment as explained in Sub rule 13 (b).

b. **Life Members:**

Members over the age of nineteen years who have rendered special services to the Club and been recommended for "Life" membership by a resolution passed at a Management Committee Meeting and elected by a resolution passed at the next following General Meeting provided that not more than two such members shall be elected in any financial year.

c. **Country Members:**

Members over the age of nineteen years who have an ordinary place of abode that is more than 80 kilometres from the Club premises by the shortest route and who in the opinion of the Management Committee are thereby deprived of the regular use of the Club's facilities.

d. **Associate Members:**

Members over the age of nineteen years who are entitled to exercise such of the privileges of the Club as may be provided by these rules. Specifically, Associate Members may not have sailing, boat storage, boating, or voting rights normally attributed to Full Members. Associate Members can be Starter, Timekeeper or Support Boat Captain(s)/crew(s).

e. **Reciprocal Members:**

Members of other Clubs affiliated with World Sailing shall be admitted as reciprocal members provided that such members are financial members of and entitled to vote at a General Meeting of that Club.

f. **Junior Members:**

Members whose age is under nineteen years as at 1st October of each sailing season, and who shall be entitled to exercise such of the privileges of the Club as may be provided by these rules.

g. **Honorary Members**

Persons possessing the qualifications set out in paragraphs 10 (c) of these rules and elected in accordance with these rules.

h. **Affiliated Sports Members:**

Members of other affiliated sports as admitted to the Club from time to time. Sailing Boat Members may not be Affiliated Sports Members.

i. Temporary Membership:

A person who is on any day visiting the Club as a member or an official of, or a person assisting a team that is to contest a pre-arranged event in that sport on that day, or at the invitation of a member to engage in that sport on that day, may be taken to be a person who is afforded temporary membership on that day. Temporary Members must be signed into the Temporary Members Book to meet the requirements of the Liquor Licensing Act 1988 as amended.

7. Other rights of members:

- a. Country, Associate, Reciprocal, Honorary, Affiliated Sports, and Junior Members shall have all the privileges of a Full Member, except as defined previously and they shall not hold office (except for Starter, Timekeeper or Support Boat Captain(s)/crews(s) which can be Associate Members), or be elected a member of the Management Committee, or have any storage rights, propose or second new members of any type, nor any candidate for election to office.
- b. Only Full and Life Members shall have the right to vote at any meetings of the Club, with only Full or Life members who have been Full or Life members for the immediate past 12 months having the right to propose or second any notice of motion concerning the Constitution or any other Special Notice of Motion at any AGM, General Meeting or Special general meeting.
- c. Only Full, Life & Junior Members may be issued any keys to the Club for any reason.

8. Eligibility for membership:

- a. Any person who supports the objects of the Club is eligible to apply to become a member.
- b. An individual who has not reached the age of 15 years is not eligible to apply for a class of membership that confers full voting rights.

9. Applying for membership:

- a. A person who wants to become a member must apply in writing to the Association
- b. The application must include a member's nomination from a financial full member or life member of the club and shall be seconded by any such members of the Club of the applicant for membership.
- c. The application must be signed by the applicant and the members nominating and seconding the nomination.
- d. The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

10. Election of members:

a. **Full, Country, Associate, Reciprocal, Honorary, Affiliated Sports, and Junior Members**

Candidates for membership must be proposed by either a financial Full Member or a Life Member of the Club and shall be seconded by any one of such members of the Club on the printed form supplied by the Club, on which shall be stated the full first and surnames and address, the profession, occupation or status of the candidate. The proposal shall be forwarded to the Secretary, who shall then submit the proposal to the next meeting of the Management Committee on a day to be notified. Candidates whose names have been so submitted may be accepted by a ballot by the Management Committee, as long as less than 20% of the Committee Members present vote against the application.

b. **Life Members:**

- i. The Management Committee may recommend for Life Membership any member who has rendered special services to the Club in the opinion of the Management Committee (subject to paragraph 5(b) of the Constitution).
- ii. Without notice any members of the Management Committee may move at a General Meeting of the Club next following such recommendation that such member be appointed a Life Member and if such motion be seconded and carried such member shall forthwith become a Life Member and shall pay the minimum fee as prescribed in the Liquor Act.

c. **Honorary Members:**

Honorary Members possessing the qualifications set out hereunder may be proposed and seconded by any two Members of the Management Committee subject to the following conditions:

- i. The proposal is in writing in a form setting out that such a person is to the knowledge of the proposer and seconder eligible according to the Rules of the Club to be elected an Honorary Member.
- ii. Notice is posted on the Club premises by the Secretary thereof, the date of such posting being marked thereon.
- iii. The person proposed as an Honorary Member is duly elected according to the Rules of the Club herein detailed, and
- iv. The candidate has been advised of such selection. Provided that no person shall be an Honorary Member for a period of longer than one month in any financial year except Honorary Members possessing the qualifications set out hereunder in rule (7 c ii) who may be elected at the discretion of the Committee for a period not exceeding twelve months.
- v. Qualifications for honorary membership:
 - (a) CLASS 1
Persons possessing the following qualifications may be elected as Honorary Members for a period not exceeding one month.
 - A. Flag Officers, Presidents and Secretaries of other Yacht Clubs and Sailing Clubs and Aqua Associations.
 - B. Members of Yacht and Sailing Clubs and Associations participating in interstate or overseas cruising or racing.
 - C. Any of the persons mentioned in Subsection 3c of Section 49 of the Liquor Act 1988.

- D.** Persons of distinguished or public positions visiting the Club including Ministers of Religion.
- E.** Officers of the Navy, Army or Air Force of any Country including Australia visiting the State.

(b) CLASS 2

Persons possessing the following qualifications may be elected to Honorary Membership for a period of twelve months.

- A.** The office of the Governor-General for the time being of the Commonwealth or of Governor for the time being of the State.
- B.** Membership of the Senate or House of Representatives or of the Legislative Council or Legislative Assembly of WA.
- C.** The office of Officer in Charge of the Navy, Army or Air Force in WA.
- D.** The offices of Senior Officer of any State Government Department or Local Authority.
- E.** Commodores and Vice Commodores of other Yacht Clubs and Sailing Clubs.
- F.** The Management Committee shall have power in cases appearing to them to require it, to revoke the membership of any Honorary Member without notice or right of appeal.

11. Register of members of the club:

- a. The Secretary shall on behalf of the Club keep and maintain the Register of Members in accordance with Section 53 of the Associations Incorporation Act 2015, and that register shall be so kept and maintained at his or her place of residence.
- b. The Secretary shall cause the name of a person who dies or who ceases to be a member to be deleted from the Register of Members.

12. Subscriptions:

- a. The members shall pay such subscriptions to the Club as shall from time to time be provided in the Rules of the Club. The Management Committee has the sole power to increase or reduce any subscription provided that no subscription shall be less than the minimum sum from time to time prescribed by the Liquor Act.
- b. Full Members engaged in educational courses or vocational training, precluding them from earning a regular income, shall, upon application duly approved by the Management Committee, pay subscription at half the annual subscription rate for the period so engaged, provided that any such reduced subscription shall not be less than the fee charged for Junior Membership.
- c. Full Members whose continuous Club membership exceeds ten years, and who are receiving Aged or Disability Support Pensions payable by the Department of Social Services or a pension payable by the Department of Veterans Affairs, upon application duly approved by the Management Committee shall pay a subscription of one quarter of the usual subscription provided that any such reduced subscription shall not be less than fee charged for Junior Membership.

13. Method of payment:

- a. The first subscription shall be paid when the nomination is lodged with the Secretary, and all future subscriptions shall be due and payable prior to September 1st, in each and every year. The Membership Year extends from October 1st until September 30th of the following year.
- b. A new member joining the Club at a time subsequent to the beginning of the Summer Sailing Season shall pay a percentage of the full Membership as determined by the Management Committee.
- c. For the purpose of calculating a Junior Member annual subscription, a member (under nineteen at 1st October) who turns nineteen during the first half of the sailing season shall pay an annual subscription equal to half of the Junior Member annual subscription plus half the annual subscription of a full Member.
A junior member who turns nineteen during the latter half of the sailing season shall pay the annual subscription for the Junior Member.
- d. The Financial Year for the Club shall extend from 1st April to 31st March of the following year.

14. Cessation of membership:

- a. A member shall cease to be a member of the Club:
- b. On his written resignation, death, being an enemy alien in time of war, on conviction for any indictable offence or at the discretion of the Management Committee.
- c. Who shall have become bankrupt or insolvent or make an assignment for the benefit of his/her creditors, or compound or arrange with his creditors (whether such creditors are his/her separate creditors of any partnership of which he/she is a member).
- d. Should any member's subscription or other money due to the Club remain unpaid for two months, that fact shall be notified to such member, and should the amount due remain unpaid for one month after such notice, the Management Committee may strike his or her name off the books, and his or her membership shall cease, unless in consequence of his or her being absent from Western Australia, or for any other reason, the Management Committee may think proper to extend the time allowed for payment, or subject to Rule to remit the whole or portion of the sum due. The Management Committee may post the names of defaulters in the Club Rooms at their discretion.
- e. Any member of the Club who may feel aggrieved by any action of the Committee may appeal to a General Meeting. That person shall give notice within one calendar month from the date of the posting of notice to him of any such action of the Committee to the Committee who shall place the appeal, stating the nature thereof, on the business sheet of the next General Meeting. Should any member require a Special General Meeting called for the purpose, the member must get the necessary signatures to a requisition and lodge the sum of fifty dollars (\$50.00) with the Secretary to cover the cost of calling such a meeting, which shall be forfeited if such General Meeting should uphold the decision of the Committee, otherwise same should be returned to him. The decision of the Committee shall have full effect pending the hearing of any appeal.
- f. By a resolution of the Management Committee to determine his or her membership, passed in accordance with the Rules of the Club for the time being in force.

- g. Providing always:
 - i. That not less than seven days notice of intention to propose such resolution as provided in Sub rules (b) and (f) shall be given to each member of the Management Committee.
 - ii. The Rules may, except in the case of an Honorary Member, provide for an appeal from such decision.

15. Suspension or expulsion:

- a. The management committee may decide to suspend a member's membership or to expel a member from the Club if –
 - i. the member contravenes an of these rules; or
 - ii. the member acts detrimentally to the interests of the Club.
- b. The secretary must give the member written notice of the proposed suspension or expulsion at least 7 (seven) days before the management committee meeting at which the proposal is to be considered by the management committee.
- c. The notice given to the member must state –
 - i. when and where the management committee meeting is to be held; and
 - ii. the grounds on which the proposed suspension or expulsion is based; and
 - iii. that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the management committee about the proposed suspension or expulsion;
- d. At the management committee meeting, the committee must –
 - i. give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the management committee about the proposed suspension or expulsion; and give due consideration to any submissions so made; and decide
 - (a) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (b) whether or not to expel the member from the Club.
- e. A decision of the committee to suspend the member's membership or to expel the member from the Club takes immediate effect.
- f. The committee must give the member written notice of the committee's decision, and the reasons for the decision within 7 days after the committee meeting at which the decision is made.
- g. A member whose membership is suspended or who is expelled from the Club may, with 14 days after receiving notice of the Committee's decision under sub rule (f), give written notice to the secretary requesting the appointment of a mediator under rule 20.
- h. If notice is given under sub rule (g), the member who gives the notice and the committee are the parties to the mediation.

16. Consequences of suspension:

- a. During the period a member's membership is suspended, the member –

- i. Loses and rights (including voting rights) arising as a result of membership, and
 - ii. Is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Club.
- b. When a member's membership is suspended, the secretary must record in the register of member
 - i. that the member's is suspended, and
 - ii. the date on which the suspension takes effect, and
 - iii. the period of the suspension
- c. When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

17. Resolving disputes:

- a. Terms used:
 - i. ***Grievance procedure*** means the procedure set out in this Division;
Party to a dispute includes a person –
 - (a) who is a party to the dispute; and
 - (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute
- b. The procedure set out in this Division (the grievance procedure) applies to disputes
 - i. between members; or
 - ii. between one or more members of the Club.
- c. Parties to attempt to resolve dispute
The parties to a dispute must attempt to resolve between themselves within 14 days after the dispute has come to the attention of each party.
- d. How grievance procedure is started
 - i. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by sub rule (c), any part to the dispute may start the grievance procedure by giving written notice to the secretary of
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
 - ii. Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
 - iii. The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determine at least 7 days before the meeting is held.
 - iv. The notice given to each party to the dispute must state –
 - (a) when and where the committee meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- e. If –

- i. the dispute is between one or more members of the Club; and
- ii. any party to the dispute gives written notice to the secretary stating that the party-
 - (a) does not agree to the dispute being determined by the committee; and
 - (b) requests the appointment of a mediator under rule 20, the committee must not determine the dispute.

18. Determination of dispute by committee:

- a. At the committee meeting at which a dispute is to be considered and determined, the committee must –
 - i. give each party to the dispute, or the party’s representative, a reasonable opportunity to make a written or oral (or both written and oral) submissions to the committee about the dispute; and
 - ii. give consideration to any submissions so made; and
 - iii. determine the dispute.
- b. The committee must give each party to the dispute written notice of the committee’s determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- c. A party to the dispute may, within 14 days after receiving notice of the committee’s determination under sub rule (a. iii.) give written notice to the secretary requesting the appointment of a mediator under rule 20.
- d. If notice is given under sub rule (c), each party to the dispute is a party to the mediation.

19. Mediation:

- a. The section applies if written notice has been given to the secretary requesting the appointment of a mediator –
- b. by a member under rule 15(g); or
- c. by a party to a dispute under rule 17(d)(4)(ii) or 18(c).
- d. If this Division applies, a mediator must be chosen or appointed under rule 20.

20. Appointment of Mediator:

- a. The mediator must be a person chosen –
 - i. if the appointment of a mediator was requested by a member under rule 17(d)(4)(ii) – by agreement between the member and the committee; or
 - ii. if the appointment of a mediator was requested by a party to a dispute under rule 17(d)(4)(ii) or 18(c) – by agreement between the parties to the dispute.
- b. If there is no agreement for the purposes of sub rule (a)(i) or (ii), then, subject to sub rules (c) and (d), the committee must appoint the mediator.
- c. The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit, such as a community legal centre, if the appointment of a mediator was requested by –
 - i. a member under rule 15(g); or
 - ii. a party to a dispute under rule 17(d)(4)(ii); or

- iii. a party to a dispute under rule 18(c) and the dispute is between one or more members of the Club.
- d. The person appointed as mediator by the committee may be a member or former member of the Club but must not –
 - i. has a personal interest in the matter that is the subject of the mediation; or
 - ii. be biased in favour of or against and party to the mediation.

21. Mediation process:

- a. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- b. Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- c. In conducting the mediation, the mediator must –
 - i. Give each party to the mediation every opportunity to be heard; and
 - ii. Give each party to the mediation to give due consideration to any written statement given by another party; and
 - iii. Ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- d. The mediator cannot determine the matter that is the subject of the mediation.
- e. The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- f. The costs of the mediation are to be paid by the part or parties to the mediation that requested the appointment of the mediator.

Note: Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated association's rule.

22. If mediation results in decision to suspend or expel being revoked:

If –

- a. Mediation takes place because a member whose membership is suspended or who is expelled from the Club gives notice under rule 15(g); and
- b. As the result of the mediation, the decision to suspend the member's membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

Mandatory Meetings of the Club

23. Annual and/or general meetings:

- a. The Annual General Meeting shall be held at the Club House within four months of the end of March.
- b. Notice of Motion of any resolution (other than ordinary business) shall be sent to the Secretary not later than twenty eight days preceding such Annual General Meeting.
- c. All Notices of Motion received by the Secretary shall forthwith be circulated by email and posted on the Club Notice Board and shall remain there until after the meeting. The removal of any notice shall not invalidate such notice but any notice removed must be replaced with a copy thereof by the Secretary after discovery of removal by the Secretary.
- d. Failure to send any notice will invalidate any meeting, nomination, resolution or election. The Flag Officers of the Club have the sole discretionary power to overrule this Sub rule.
- e. The quorum at a General Meeting shall be eleven and in the event of there being no quorum within 30 minutes of the advised meeting commencement time, the Senior Flag Officer present, or if no Flag Officer, the Secretary, or the most senior Committee Member by virtue of time on the Committee, shall adjourn the meeting to such time, date and place as deemed fit by that person. The quorum at any adjourned meeting shall be the number of members in attendance at the time fixed for such meeting.
- f. At General Meetings the chair shall be taken by the Senior Flag Officer present, if no Flag Officer be present, by some member chosen by the meeting.
- g. Only financial Full, Life, Country, Associate, Affiliated Sports, and Junior Members shall be entitled to attend with only Full and Life Members entitled to vote at General Meetings, and any breach of this article will invalidate any election or resolution. The Flag Officers of the Club have the sole discretionary power to overrule this Sub-rule.
- h. Every resolution (unless otherwise provided by this Constitution and Rules) shall be declared by a 75% of the members who cast a vote at the meeting. Every member shall have one vote and in the case of equality of votes, the Chairperson shall have a second or casting vote and such meeting may be adjourned as resolved at such meeting.
- i. The business of the Annual General Meeting shall be conducted in the following order:
 - i. Members present and apologies.
 - ii. Confirmation of the minutes of the last meeting.
 - iii. Receive reports and balance sheet made up to the last day of March in each year.
 - iv. Election of Patron, Declaration of Officers and Management Committee.
 - v. Transaction of such business of which notice shall be given, e.g. Life members /Constitutional changes.
 - vi. Close of the Annual General Meeting.
A General Meeting shall follow the AGM

24. Special general meetings:

- a. Upon authority given by the Management Committee or by a requisition made and signed by at least 15% of member stating the subject or subjects intended to be discussed, the Secretary shall call a Special General Meeting of the Club. In all cases the subject matter to be discussed shall be set out in the form of a Notice of Motion.
- b. Such meeting shall be convened by the Secretary for consideration of such subject or subjects only and not later than twenty eight days after such authority or requisition (as the case may be) and at least seven days notice in writing of such meeting and the Notice of Motion or the intent thereof shall be given to each Full and Life Member. Accidental omission to notify a member in due time or at all will not render void such meeting or resolution.
- c. All Notices of Motion received by the Secretary shall forthwith be posted as an email and on the Club Notice Board and shall there remain until after the meeting. The removal of any such notice shall not invalidate such notice or resolution which may be carried subsequently, but any notice so removed must be replaced with a copy thereof by the Secretary after discovery of its removal.
- d. The quorum for any such meeting shall be seven. Should insufficient members attend to form a quorum within thirty (30) minutes of the time notified for such a meeting, then the meeting shall lapse.
- e. The majority necessary to carry a resolution in Special General Meetings shall be by 75% majority of those present and entitled to vote.

OFFICERS & COMMITTEES OF THE CLUB

25. Officers:

- a. The Officers of the Club (hereinafter referred to as "the Officers") shall consist of a Patron(s), Commodore, Vice Commodore, Rear Commodores (hereinafter referred to as "Flag Officers") and an Honorary Secretary and an Honorary Treasurer.
- b. No member may nominate for Flag Officer unless that person has been a financial member for two years and has served on the Management Committee for one year, not necessarily prior to nomination. Other Officers of the Club and General Committee Members must have been a Full or Life Member for at least one year, not necessarily prior to nomination.
- c. The Commodore may serve a maximum of three consecutive years.

26. Management committee:

- a. The sole Management of the Club shall be in the hands of the Management Committee which shall consist of the Officers and eight General Committee Members (four of whom shall be owners or part-owners of boats on the Club's Register of Sailing Craft), Sailing Captain, Power Yacht Captain, and Captain of any Affiliated Sport admitted to the Club from time to time. All Affiliated Sports Captains must be Full Members before they can be elected to the Management Committee. All vacancies, except casual vacancies, are to be elected at the Annual General Meeting.
- b. A quorum shall be seven.
- c. The Management Committee may appoint sub-committees of members and may delegate power to act provided that all sub-committees shall be required to report and be responsible to the Management Committee.
- d. The Management Committee may authorise Junior Members to form a Junior Committee with such powers and limitations as are fixed by the Rules from time to time.
- e. The immediate Past Commodore shall be entitled to sit on the Management Committee, for a period of one year.

27. Election of office bearers and management committee:

- a. All nominations for office bearers and members of the committee shall be made in writing and shall be signed by the nominee and the proposer, who must be a Full Financial Member of the Club.
- b. The officers and Committee shall be elected by ballot at the Annual General Meeting of the Club.
- c. The first to be elected will be the Patron, followed by the Commodore. Once elected the Commodore elect shall direct the election of the remaining officers and members of the Management Committee. The new Committee shall hold office from the point of their election until the next Annual General Meeting of the Club.
- d. All officers and members of the Committee shall be eligible for re-election subject to the following provisions:
 - i. No members shall be re-elected as Commodore if that member has held the office of Commodore for the preceding three years.

- ii. No member may be elected as Commodore, Vice Commodore, or Rear Commodore unless he/she has had, prior to this nomination, at least one year's experience as a member of the Management Committee of a yacht club.
- iii. Where there is no nomination for any office of the Club, or where there are insufficient nominations for Committee Members, nominations may be called from the members present at the Annual General Meeting at which the election is being held.
- iv. The order of election shall be:
 - (a) Patron
 - (b) Commodore
 - (c) Vice Commodore
 - (d) Rear Commodore(s)
 - (e) Secretary
 - (f) Treasurer
 - (g) Sailing Captain
 - (h) Power Boat Captain
 - (i) General Committee (four)
- e. Should a member be candidate for more than one vacancy and he/she has been elected to the first of such vacancies in the order of election as set out in Rule (d) hereof, then he/she shall be deemed not to be a candidate for any other vacancy and the aggregate of his preferences shall be disregarded.
- f. The Returning Officer shall report in writing to the Chairperson of the Annual General Meeting the names of the candidates elected and the Chairperson shall declare them duly elected.
- g. In the case of a tie, the candidate to be elected shall be determined by the Chairperson of the Annual General Meeting.
- h. No non-financial member shall be eligible for office or be permitted to nominate any office bearer or to vote at any election.
- i. In the event of vacancies occurring between the dates of the Annual election, the Management Committee shall have power to select other members of the Club to fill such vacancies.

28. Guarantors:

Should any member of the Club at any time guarantee the performance of a commitment of the Club, the Guarantor shall if not already a member of the Committee, immediately become a member of the Committee and remain so during the term of his guarantee.

29. Duties & power of the management committee, secretary and others:

- a. The Management Committee shall meet at least once in every calendar month and may act notwithstanding any vacancy therein. Minutes of all resolutions and proceedings thereof shall be entered in a book/file to be provided for that purpose.
- b. If any Management Committee person shall fail to attend three consecutive meetings of the Management Committee without leave of absence, that person's seat may be declared vacant and upon the happening of such event shall be notified accordingly.

- c. The Management Committee shall manage the affairs of the Club in accordance with the Rules and objects of the Club generally and shall have the power to do all legal acts, matters and things necessary desirable or required for the furtherance of the objects of the Club.
- d. The Management Committee shall appoint or delegate such Members as may be required to attend, from time to time, as delegates to such outside Associations, Committees, or other bodies as may be connected with the yachting activity of the Club.
- e. The secretary has the following duties –
 - i. dealing with the Club’s correspondence;
 - ii. consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
 - iii. preparing the notices required for meetings and for the business to be conducted at meetings;
 - iv. unless another member is authorised by the committee to do so, maintain on behalf of the Club the register of members, and recording the register any changes in membership, as required under section 53(1) of the Act;
 - v. maintaining on behalf of the Club and up-to-date copy of these rules, as required under section 35(1) of the Act;
 - vi. unless another member is authorised by the committee to do so, maintaining on behalf of the Club a record of committee members and other persons authorised to act on behalf of the Club, as required under section 58(2) of the Act;
 - vii. ensuring the safe custody of the books of the Club, other than the financial records, financial statements and financial reports, as applicable to the Club;
 - viii. maintain full and accurate minutes of the committee meetings and general meetings;
 - ix. carrying out any other duty given to the secretary under these rules or by the committee.

30. Sub-Committees:

- a. The Management Committee may appoint the following sub-committees: House Committee, Sailing Committee, Finance Committee and any other Committee that the Management Committee deems necessary at the time.
- b. All sub-committees shall be subordinate and shall report and be responsible to the Management Committee and all duties and powers hereinafter mentioned are always subject to the control of the Management Committee and may be added to, restricted or cancelled by Management Committee from time to time.
- c. The Commodore may ex-officio be a member of each sub-committee. A Flag Officer shall ex-officio be responsible for the Administration of the Junior Club. The Power Yacht Captain shall ex-officio be Chairperson of the Power Boat Committee. The Honorary Treasurer shall ex-officio be Chairperson of the Finance Committee.

31. House Committee:

- a. A sub-committee consisting of a Flag Officer and three members of the Committee may be appointed by the Committee to act as House Committee and shall have the power, with the approval of the Committee, to add to their number.
- b. It shall have the supervision of the Club premises and control of employees.
- c. It shall meet once a month, hear all complaints against members, consider recommendations and suggestions concerning the Club House and submit a report at each Committee Meeting.
- d. It shall make and post by-laws for the guidance of the members in the use of the Club.
- e. It shall requisition the Committee for supplies and services for the use of the Club.
- f. All acts of the House Committee are subject to confirmation by the Committee.
- g. Recommendation and organisation of Social Functions.

32. Sailing Committee:

- a. The control of all races and all yachts competing therein, and the management of the sailing affairs of the Club shall be vested in a Sailing Committee, consisting of a Flag Officer, and three ordinary members who shall be elected by the Committee from their numbers plus one delegate from each Class racing competitively within the Club if this is deemed necessary by the Committee.
- b. Any vacancy occurring on the Sailing Committee shall be filled by them subject to approval by the Committee. Each member of the Sailing Committee must have practical or theoretical knowledge of sailing and yacht racing. The Sailing Committee shall have the power, subject to the approval of the Committee, to add to their number. One member of the Committee shall act as Minute Secretary.
- c. The duties and powers of the Sailing Committee shall be:
 - i. Frame and present to the Committee a programme of races of the season.
 - ii. Recommend to the Committee, the number and value of the prizes to be competed for.
 - iii. Meet and report to the Committee at least once a quarter or as required.
 - iv. Control all races and all yachts competing therein.
 - v. Prepare Sailing Rules and Regulations, make arrangements for, take care of and appoint Officials for all races sailed by, or under the direction of the Club, including the appointment of Honorary Measurers, such appointments to be made and their duties defined and recommended by the Sailing Committee and to be subject to confirmation of the Management Committee.
 - vi. Decide all questions that arise in connection with such races and to disqualify any yacht or boat that in their opinion shall have violated any Rule.
 - vii. Postpone any race or order it to be re-sailed.
 - viii. On all questions, disputes and protests arising under the Sailing Rules and Regulations of the Club in Club Races, the decision of the Sailing Committee shall be final, unless on written application, of either of the parties interested they refer the question to Yachting Australia. Such application shall be made within fourteen days from the date of the decision of the Sailing Committee.
 - ix. A quorum of the Sailing Committee shall consist of 3 (three) members.

- x. The Sailing Rules shall be those of World Sailing, or any body that supersedes World Sailing, unless otherwise ordered by the Committee.

33. Handicapper:

- a. The Sailing Committee shall appoint a Handicapper or Handicappers. It shall be the duty of the Handicapper:
 - i. To handicap all Club Sailing events.
 - ii. To post in the Clubhouse handicaps of each race prior to the race.
 - iii. To post in the house the result of each race.
 - iv. To keep a Register of Sailing Fixtures containing a record of:
 - (a) Boats competing in each race, and
 - (b) Times of completion of courses of boats engaged in the race.
 - v. Make available the Racing Register to the Sailing Committee when called upon.
 - vi. The Sailing Committee shall also appoint a Starter, Timekeeper(s) and Support Boat Captain(s) and Crew(s).

34. Sailing Captain:

- a. A Sailing Captain will be elected at the Annual General Meeting and will take up responsibility from that date.
- b. The Sailing Captain will be under the jurisdiction of the Flag Officer of Sailing and be a member of the Committee and Sailing Committee by virtue of this office.
- c. The Sailing Captain will liaise with Class Captains to uphold the interests of the Club, maintain discipline and the wellbeing of its members.

35. Finance Committee

- a. The duties and powers of the Finance Committee shall be to:
 - i. Supervise the finances of the Club.
 - ii. Recommend improvements and alterations to the financial methods of the Club.
 - iii. Report on the finances of the Club to the Committee at each meeting.

OTHER RULES

36. Finance:

- a. After providing for all expenses and payments considered by the Management Committee to be necessary or desirable, the balance of the funds of the Club may be utilised or dealt with in such manner as the Management Committee may determine for the furtherance of the objects of the Club.
- b. As and when the Management Committee thinks it necessary, appoint an auditor to conduct special audits of the Club or annual audits thereof.

37. Common Seal:

- a. The Management Committee shall have the power to provide a Common Seal for the purposes of the Club and from time to time to destroy the same and substitute a new Seal in lieu thereof.

- b. The Common Seal shall be kept in the custody of the Secretary.
- c. The Common Seal shall be used only by the authority of a resolution of the Management Committee and shall be affixed to all necessary deeds instruments Mortgages, Contracts and other documents in the presence of the Secretary and any two of the then Flag Officers of the Club.
- d. A true and correct record shall be kept of all such instructions Deeds, Mortgages, Contracts and other documents to which the Seal is affixed.

38. Previous constitution:

All previous acts and appointments legal and valid under a former Constitution and Rules shall, subject to this Constitution and Rules, remain legal and valid.

39. Inspection of records, etc. of the club:

- a. A member may at any reasonable time inspect without charge the books, documents, records and securities of the Club.
- b. A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- c. If –
 - i. a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - ii. a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members, the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Club.

40. Appeal to law:

- a. Members shall be held to consent to and be bound by the Constitution and Rules of the Club and shall not be entitled to appeal to any court because of anything done under the Constitution and Rules.
- b. The Management Committee's interpretation of this Constitution and Rules shall be final with the exception of Sailing Rules, the interpretation of which shall be made by the Sailing Committee and shall be final.

41. Change of constitution:

- a. This Constitution may be altered or repealed or a new Constitution may be made only if Rule 36 (b), (c) and (d) are correctly followed.
- b. All changes to the Constitution of the Club must first be placed as a Resolution to any Management Committee Meeting.
- c. The Resolution shall be carried at the Management Committee only if not less than 75% of the Committee Members present at the meeting vote in favour of such resolution.

- d. The Resolution carried by the Management Committee, shall then be placed as a Resolution at any Annual General Meeting or at a Special General Meeting, summoned for the purpose, subject to compliance with Rule 33 and 35 hereof as the case maybe, except that the Resolution shall be carried if not less than 75% of the members present at the meeting and entitled to vote, vote in favour of such resolution.

As soon as is practicable after the making of any proposal for a change to the Constitution or Rules of the Club, the Secretary shall provide to the Director of Liquor Licensing, certified particulars of the change proposed. No effect will be given to the change without the prior approval of the Director of Liquor Licensing.

42. Dissolution:

- a. On application made in writing to the Management Committee by not less than fifty Full Members signifying their desire that the Club should dissolve a Special General Meeting shall be called to consider the question. If there are not 50 Full Members registered at the Club, then the application must have at least 75% of the number of members registered at the Club.
At such meeting votes will be received and the votes of at least 75% of the members voting in person will be necessary to carry the proposition for dissolution. No Proxy votes will be accepted.
- b. If, on winding up of the Club, any property of the Club remains after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, that property shall be distributed –
 - i. to another association incorporated under the Act; or
 - ii. for charitable purposes, which incorporated association or purposes, as the case requires, shall be determined by resolution of the members when authorising and directing the Committee under Section 24(1) of the Act, to prepare a plan for the distribution of the surplus property of the Association.

43. Licensing act to be observed:

- a. So long as the Club is registered under the Liquor Licensing Act 1988, the Committee and all members shall at all times observe and obey the provisions of the Liquor Act 1988 and its amendments in so far as it affects the Club and such provisions shall be deemed to be included in these rules and in particular the following provisions shall apply.
- b. The maximum number of guests per member per day for the purposes of Section 48(4)(b) of the Act is three (3).
- c. The Club must be established for the purpose of providing accommodation for the members thereof and their guests upon the premises of which the Club is the bona fide occupier and not for the purpose of making profits divisible amongst members, or any of them, any money, property or otherwise, which are assets of the Club or in support of any object other than the accommodation of the members or the members and their guests.
- d. The accommodation must be provided and maintained from the joint funds of the Club, and no person shall be entitled under its rule of articles to deprive any benefit or advantage from the Club which is not shared equally by every member thereof.
- e. The premises upon which the Club is established must be suitable for the purposes of the Club.

- f. No payment or part payment of any Secretary, Manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
- g. A Register of Members of the Club for the time being shall be kept on the Club premises as hereinafter required.
- h. Correct accounts and books shall be showing the financial affairs of the Club, and the particulars usually shown in books of account of a like nature.
- i. No liquor shall be sold or supplied for consumption elsewhere than on the Club premises.
- j. No persons shall be allowed to become Honorary or Temporary Members of the Club or be relieved of the payment of the regular subscription excepting those possessing the certain qualifications defined in these rules and subject to such conditions and regulations prescribed herein.
- k. No persons under eighteen years of age shall be employed in the Club, but this restriction shall not apply to persons employed in the administrative work of the Club, provided that no person under the age of eighteen years shall serve in or about the bar or in the delivery of liquor on the Club premises.
- l. Except as in the Act otherwise provided for, it shall be unlawful:
 - i. For any stranger to use the Club premises or
 - ii. For any member or other persons to admit any stranger to the use of Club premises, provided that during hours when liquor may be lawfully sold or disposed of to the public on licensed premises within the district, the stranger may use or be admitted to the use of such part of the Club premises as it set apart for guests, provided that guest shall not be supplied with liquor on the Club premises unless and in company with a member.
- m. No stranger shall be admitted to the Club premises during the hours when liquor may not be lawfully sold or disposed of to the public on licensed premises within the district, except as may otherwise be provided for in the Liquor Act and its amendments.
- n. The Club shall nominate, and may from time to time nominate a person, as provided by the Rules, to be responsible as licensee on behalf of the Club.
- o. No liquor shall be sold or supplied to any person under the age of eighteen years, and no member under the age of eighteen years shall be admitted to any portion of the Club premises where liquor is sold or consumed, except as provided for under the Liquor Act and its amendments.

***** ***** *****

Endorsement:

The above constitution is the endorsed true and correct Constitution of the Maylands Yacht Club as voted by the Management Committee on _____ 2019, and Club members at the Special General Meeting held at the Club on _____ 2019.



Commodore

Signature _____

Date _____

Secretary

Signature _____

Date _____

Submitted to Department of Consumer and
Employment Protection (DOCEP)

Date _____

Submitted to the Liquor Licensing Division of
the Ministry of Racing and Gaming

Date _____